

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

IN THE MATTER OF: MARTIN DENNIS ROSS

FILE NO. 0300554

CONSENT ORDER OF WITHDRAWAL

TO THE RESPONDENT:

Martin Dennis Ross  
CRD# 2221937  
2524 Coco Plum Blvd., #1103  
Boca Raton, FL 33496

c/o Wien Securities Corp.  
5550 Glades Rd.  
Boca Raton, FL 33496

C/o Allan M. Lerner, Esq.  
Allan M. Lerner, P.A.  
2888 East Oakland Park Blvd.  
Fort Lauderdale, FL 33306

WHEREAS, Martin Dennis Ross (the "Respondent") on the 14 day of January 2004, executed a certain Stipulation to Enter Consent Order of Withdrawal (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department dated September 26, 2003 in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Withdrawal ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, while neither admitting nor denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

The grounds for such proposed action are as follows:

Consent Order of Withdrawal

-2-

1. At all relevant times, the Respondent was registered with the Secretary of State as a salesperson in the State of Illinois pursuant to Section 8 of the Act.
2. On March 13, 2003, the National Association of Securities Dealers ("NASD") Market Regulation Department accepted a Letter of Acceptance, Waiver and Consent ("AWC") entered into between the NASD's Market Regulation Department and the Respondent in File No. CMS030041 which imposed the following sanctions:
  - a. Suspended for fifteen (15) business days in all capacities; and
  - b. Fined \$10,000.
3. The aforementioned AWC states:
  - a. The Respondent's employment in the securities industry has been as follows:
    - i. June 1975 to August 1991 – Options Trader at the Chicago Board of Options Exchange
    - ii. March 1992 to October 2002 – registered General Securities Representative and trader at Comprehensive Capital Corp.
  - b. The Respondent's current position is a registered General Securities Representative and trader with Wien Securities Corp.
  - c. As set forth below, Respondent placed both buy and sell orders in WLWD in an unsuccessful attempt to establish a market in which others would begin trading the shares at a price that did not reflect genuine customer interest and were not the product of the independent interaction of supply and demand.
  - d. On or about May 2001, the CEO of Whirlwind Marketing, Inc. ("WLWD") spoke to Respondent about filing a Form 211 Application with the NASD and initiating trading of the company's common stock on the OTC Bulletin Board ("OTCBB"). Respondent had known the CEO for approximately seven years. Respondent stated that his firm at the time, Comprehensive Capital Corp., did not make Form 211 filings but introduced the CEO to another firm, Wien Securities ("Wien"), which he knew did.
  - e. On or about August 21, 2002, Wien filed a Form 211 Application with the NASD and became the first market maker in WLWD on the OTCBB. Wien, however, did not enter into any price quotations at that time. On several occasions thereafter, the CEO called Respondent and expressed his

Consent Order of Withdrawal

-3-

frustration with the lack of prices and a market for trading WLWD shares. Respondent then contacted Wien directly and was told that the firm needed an order before it would enter price quotations.

- f. Subsequently, at or about 3:31 p.m. on August 28, 2001, Respondent called Wien and placed "day" orders to both buy and sell 1,000 shares of WLWD at arbitrary prices of \$2.60 and \$3.40 respectively, in an attempt to establish a market in the security and induce trading. On or about August 29, 2002, Wien filed a Form 211 Exemption Request with the NASD seeking to enter price quotations in WLWD of \$2.50 bid, \$3.50 ask. According to Wien, these prices were based on Respondent's August 28<sup>th</sup> orders. The NASD staff rejected Wien's Exemption Request.
  - g. At or about 11:53 a.m. on September 4, 201, Respondent's orders to buy and sell WLWD were confirmed and re-entered by Wien at the same prices and quantities on a "GTC" or good-till-canceled basis. That same day, Wien filed an Amended Form 211 Application with the NASD seeking to enter price quotations in WLWD of \$2.50 bid, \$3.50 ask. According to Wien, these prices were based on Respondent's September 4<sup>th</sup> orders. NASD rejected Wien's Amended Application. Respondent cancelled his WLWD orders on or about September 5, 2001, following inquiries from the NASD.
  - h. By virtue of the foregoing, Respondent's conduct was contrary to just and equitable principles of trade and in violation of NASD Conduct Rule 2110.
4. Section 8.E(1)(j) of the Act provides, inter alia, that the registration of a salesperson may be revoked if the Secretary of State find that such salesperson has been suspended by any self-regulatory organization registered under the Federal 1934 Act or the Federal 1974 Act arising from any fraudulent or deceptive act or a practice in violation of any rule, regulation, or standard duty promulgated by the self-regulatory organization.
  5. The NASD is a self-regulatory organization as specified in Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

By virtue of the foregoing, the Respondent's registration as salesperson in the State of Illinois is subject to denial pursuant to Section 8.E(1)(j) of the Act.

WHEREAS, by means of the Stipulation the Respondent has acknowledged and agreed that:

Consent Order of Withdrawal

-4-

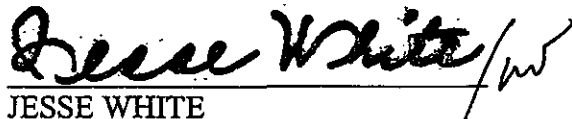
1. He shall cause to have his application for registration as a salesperson in the State of Illinois withdrawn within three (3) days from entry of the Consent Order and will not re-apply for registration for a period of two (2) years from the entry of the Consent Order; and
2. He shall pay the sum of One Thousand Five Hundred dollars (\$1,500.00) to the Office of the Secretary of State, Investors Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified or cashier's check and made to the order of the Secretary of State, Investors Education Fund and shall be due within thirty (30) days from the entry of the Consent Order.

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. Martin Dennis Ross shall cause to have his application for registration as a salesperson in the State of Illinois withdrawn within three (3) days from entry of the Consent Order and will not re-apply for registration for a period of two (2) years from the entry of the Consent Order.
2. Martin Dennis Ross shall pay the sum of One Thousand Five Hundred dollars (\$1,500.00) to the Office of the Secretary of State, Investors Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified or cashier's check and made to the order of the Secretary of State, Investors Education Fund and shall be due within thirty (30) days from the entry of the Consent Order.
3. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 21<sup>st</sup> day of January 2004.



JESSE WHITE  
Secretary of State  
State of Illinois